

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

In re:)
)
JEFFERSON COUNTY, ALABAMA,) **Case No. 11-05736-TBB9**
a political subdivision of the State of)
Alabama,) **Chapter 9**
)
Debtor.)

**INDENTURE TRUSTEE'S MOTION TO SET EXPEDITED
HEARING ON MOTION FOR RULE 2004 EXAMINATION
OF DEBTOR AND FOR PRODUCTION OF RELATED DOCUMENTS**

The Bank of New York Mellon, in its capacity as Indenture Trustee (the “Trustee”) for the special revenue sewer warrants (the “Sewer Warrants”) issued by Jefferson County, Alabama (the “Debtor” or the “County”) in the original principal amount of \$3.6 billion pursuant to that Trust Indenture dated as of February 1, 1997 (as supplemented and amended, the “Indenture”), hereby moves the Court, to set for expedited hearing the *Motion for Rule 2004 Examination of Debtor and For Production of Related Documents* [Docket No. 1387](the “Motion”). In support of this motion, the Trustee states as follows:

SUMMARY

1. The Trustee filed its Motion on November 2, 2012. The Trustee requested in the Motion that it be placed on the agenda for the next omnibus hearing scheduled for November 15, 2012. The Trustee understands that setting the 2004 Motion on the November 15 omnibus hearing agenda will result in a shortened response time for the County. However, given the need for the Trustee to obtain the requested information, as set forth in the 2004 Motion, and the fact the County has been aware of the Trustee’s desire to obtain such information since at least October 5, 2012, the Trustee believes a shortened period is appropriate and will not prejudice the

County.¹ Accordingly, the Trustee files this motion seeking an expedited hearing and response deadline on the Motion.

2. The County regained control of the System and System Revenues following this Court's January Order². Since the County regained control of the System in January, the Trustee has tried to work with the County to obtain access to meaningful financial and operational information. The Trustee has tried to monitor the County's activities and to determine the County's progress in maintaining and implementing the System Revenue enhancements and operational changes which the Receiver had begun to implement before the County's chapter 9 filing. Mindful of the Court's decision to provide the County some time to implement System Revenue enhancements, the Trustee has been patient and attempted to work with the County to consensually obtain necessary information. Unfortunately, the County has been slow to provide requested information and follow up, and at times has failed altogether to provide the information and access needed by the Trustee.

3. As set forth more fully in the Motion, the County has provided some financial information after repeated requests by the Trustee, but the information has been incomplete, inadequate and, in many cases, inaccurate.

4. The Trustee does not have any transparency into the operations or financial performance of the System and cannot verify the Net Revenues that are paid to the Trustee, nor can the Trustee determine what efforts are being made to enhance the Net Revenues. Indeed, given the inadequacy of the financial records produced, the Trustee is concerned the County

¹ The Trustee notes that this Court has also set the preliminary hearing on the Trustee's recently filed stay relief motion (Dkt. 1390) and has reset FGIC's stay relief motion (Dkt. 845) for November 15, 2012, so the parties will already be before the Court.

² The "January Order" is comprised of this Court's orders and memorandum opinion entered on November 28, 2011, December 12, 2011, December 20, 2011, January 6, 2012, and January 20, 2012.

cannot actually verify that it has properly calculated the Net Revenues payable to the Trustee. Thus, the Trustee needs to examine the County with regard to Sewer System operational and financial information identified in the Motion.

5. In addition to the need to obtain documents and to examine the Debtor with respect to historical and current operations, the Trustee needs to obtain documents and to examine the Debtor with respect to its plans for future revenues, Operating Expenses and capital expenditures, including, without limitation, those plans set forth in the County's *Fourth Periodic Status Report Concerning The Sewer Ratemaking Process* (the "Fourth Report") [Dkt. No. 1379] and the *Proposed Resolution of the Jefferson County Commission* (the "Proposed Resolution") attached to the Fourth Report.

6. Assuming the Proposed Resolution is approved by the Commission on November 6, 2012, the County says it intends to restructure its current sewer rates. The Trustee and Warrantholders have a vested interest in knowing and understanding what the County intends to do with respect to enhancing System Revenues and, in turn, Net Revenues both now and in the future. Unfortunately, the County's Fourth Report and the attachments thereto raise more questions with respect to future System Revenues, Operating Expenses, Net Revenues and capital expenses than it answers.

7. As stated in more detail in the Motion, the Trustee needs and is entitled to that information. The Trustee has informed the County that it is willing to work with the County in terms of the time and place of the production and examination, and to continue discussing any other issues the County may have regarding the production and examination in the hopes of resolving those issues by agreement. However, the Trustee needs to move forward without

further delay in obtaining the requested information.

JURISDICTION AND NOTICE

8. The Trustee brings this Motion pursuant to Bankruptcy Rule 9006.
9. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 1334(b). The Motion is a core proceeding under 28 U.S.C. § 157(b)(2).
10. The Trustee will serve a copy of this Motion on the County and on all parties on the Master Service List, as that term is defined in the Court's Order Establishing Notice, Service, and Case Management Procedures Pursuant to 11 U.S.C. §§ 102(1)(A) and 105(a) and Bankruptcy Rule 2002(m) [Docket No. 89].

RELIEF REQUESTED

11. The Trustee requests an expedited hearing on the Motion and that the Court set this Motion on the agenda for the November 15, 2012 omnibus hearing, which is the next available omnibus hearing date, so that any issues regarding the examination can be resolved as expeditiously as possible. To the extent the County opposes any of the relief sought, the Trustee requests that it be required to file an Objection prior to the hearing by such time and date as ordered by the Court.

AUTHORITIES

14. Bankruptcy Rule 9006 provides that the Court, for cause shown, may reduce the notice period normally required for motions. Fed. R. Bankr. P. 900(c)-(d).
15. The Trustee requires an expedited hearing on the Motion for the reasons stated herein and in the Motion itself.
16. Accordingly, cause exists under Bankruptcy Rule 9006 to reduce any applicable notice period for the hearing on the Motion.

WHEREFORE, the Trustee respectfully requests that the Court enter its Order granting the relief requested in this motion and for such other and further relief as is just and equitable.

Respectfully submitted this the 7th day of November, 2012.

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CERTIFICATE OF SERVICE

I hereby certify that the foregoing was filed and served by the Court's electronic case filing and noticing system to all parties registered to receive electronic notices in this matter and via email or via first class mail as stated below to the following, this 7th day of November, 2012.

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<p>John Madison, IV, inmates and others Similarly situated at the Jefferson County Jail c/o H. Doug Redd 5343 Old Springville Road Pinson, AL 35126 hdouredd@gmail.com</p>	<p>John Mason, IV c/o Anna L. Hart c/o Dan C. King, III Stewart & Stewart, P.C. 1826 3rd Avenue North, Suite 300 Bessemer, AL 35020 ahart@stewartandstewart.net dking@stewartandstewart.net</p>
<p>CSX Transportation, Inc. A party-in-interest c/o James H. White, IV Baker Donelson Bearman Caldwell & Berkowitz, P.C. 420 20th Street North 1600 Wells Fargo Tower Birmingham, AL 35203 jwhite@bakerdonelson.com</p>	<p>Owens & Minor, Inc. c/o Robert S. Westermann, Esq. c/o Sheila deLa Cruz, Esq. Hirschler Fleischer, P.C. P.O. Box 500 Richmond, Virginia 23218-0500 rwestermann@hf-law.com sdelacruz@hf-law.com</p>
<p>James Pruitt Interested Party c/o Cynthia Forman Wilkinson, Esq. c/o Larry R. Mann, Esq. Wilkinson Law Firm, PC 215 N. Richard Arrington, Jr. Blvd. Suite 811 Birmingham, AL 35203 wilkinsonefile@bellsouth.net</p>	<p>Collette Funderburg Creditor and Interested Party c/o Michael J. Antonio, Jr. Greystone Legal Clinic 2516 11th Avenue North Birmingham, AL 35234 MANT003@aol.com</p>
<p>James R. Crane c/o Steven D. Altmann c/o Charles L. Denaburg c/o Marvan E. Franklin Jajjar Denaburg, P.C. 2125 Morris Avenue Birmingham, AL 35203 saltmann@najjar.com cdenaburg@najjar.com mfranklin@najjar.com</p>	<p>City of Hoover c/o E. Dianne Gamble c/o Mark S. Boardman Boardman, Carr, Hutcheson & Bennett, P.C. 400 Boardman Drive Chelsea, AL 35043-8211 dgamble@boardmancarr.com mboardman@boardmancarr.com</p>

<p>James R. Crane c/o Sydney Gibbs Ballesteros Gibbs & Bruns, LLP 1100 Louisiana, Suite 5300 Houston, Texas 77002 sballesteros@gibbsbruns.com</p>	<p>Universal Hospital Services, Inc. c/o James E. Bailey, III Butler, Snow, O'Mara, Stevens & Cannada, PLLC 6075 Poplar Avenue, Suite 500 Memphis, TN 38119 jeb.bailey@butlersnow.com</p>
<p>W.C. Rice Oil Company, Inc. c/o James H. White, IV Baker Donelson Bearman Caldwell & Berkawitz, P.C. 420 20th Street North 1600 Wells Fargo Tower Birmingham, AL 35203 jwhite@bakerdonelson.com</p>	<p>Lehman Brothers Special financing, Inc. c/o James C. Huckaby c/o Daniel D. Sparks c/o Bradley R. Hightower Christian & Small 505 20th Street North, Suite 1800 Birmingham, Alabama 35203 jch@csattorneys.com dds@csattorneys.com brh@csattorneys.com</p>
<p>Delores W. Frost c/o W.L. Longshore, III Longshore, Buck & Longshore, P.C. 2009 Second Avenue North Birmingham, Alabama 35203 Billy3@longshorebuck.com</p>	<p>BNSF Railway Company c/o James H. White, IV Baker Donelson Bearman Caldwell & Berkawitz, P.C. 420 20th Street North 1600 Wells Fargo Tower Birmingham, AL 35203 jwhite@bakerdonelson.com</p>
<p>AMCAD c/o Christine Delawder 15867 North Mountain Road Broadway, VA 22815 cdelawder@amcad.com</p>	<p>Moore Oil Company Creditor c/o Brenton K. Morris Benton & Centeno, LLP 2019 Third Avenue North Birmingham, Alabama 35203 bmorris@bcattys.com</p>

<p>Wells Fargo Bank, National Association, Indenture Trustee c/o Russell M. Cunningham, IV Cunningham Firm, LLC Landmark Center, Suite 600 2100 First Avenue North Birmingham, AL 35203 Russell@cunninghamfirmllc.com</p>	<p>First Commercial Bank As Indenture Trustee c/o David B. Anderson c/o Deanna L. Weidner Anderson Weidner, LLC 505 20th Street North Financial Center, Suite 1450 Birmingham, AL 35203-4635 dbanderson@andersonweidner.com dlweidner@andersonweidner.com</p>
<p>Innovation Depot, successor-in-interest to Entrepreneurial Center, Creditor c/o Russell M. Cunningham, IV Cunningham Firm, LLC Landmark Center, Suite 600 2100 First Avenue North Birmingham, AL 35203 Russell@cunninghamfirmllc.com</p>	<p>George Carpinello Boies, Schiller & Flexner LLP 10 North Pearl Street, 4th Floor Albany, New York 12207 gcarpinello@bsflp.com</p>
<p>Calvin B. Grigsby 311 California Street, Suite 320 San Francisco, California 94104 cgrigsby@grigsbyinc.com</p>	<p>Monster Energy Company c/o Michael D. Breslauer Solomon Ward Seidenwurm & Smith, LLP 401 B Street Suite 1200 San Diego, CA 92101 mbreslauer@swsslaw.com wyones@swsslaw.com</p>
<p>The Depository Trust Company, on behalf of the holders of the Jefferson County, Alabama, General Obligation Capital Improvement Warrants, Series 2003-A and 2004-A c/o Lawrence S. Elbaum Proskauer Rose LLP Eleven Times Square New York, NY 10036-8299 lebaum@proskauer.com</p>	<p>AMSOL c/o John K. Rezac Taylor English Duma LLP 1600 Parkwood Circle, Suite 400 Atlanta, Georgia 30339 jrezac@taylorenglish.com</p>

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<p>Internal Revenue Service c/o Kenya Bufford 801 Tom Martin Drive M/S 126 Birmingham, AL 35211 Kenya.Bufford@irs.gov</p>	<p>Vekesha Hawes Creditor c/o Tyrone Townsend P.O. Box 2105 Birmingham, AL 35201 ttowns1@msn.com</p>
<p>Luther Strange, Esq. Attorney General State of Alabama 501 Washington Avenue Montgomery, AL 36130 lstrange@ago.state.al.us omartin@ago.state.al.us</p>	<p>Alabama Department of Environmental Management c/o Tom Johnston, Esq. General Counsel 1400 Coliseum Blvd. Montgomery AL 36110 tlj@adem.state.al.us daf@adem.state.al.us</p>
<p>John A. Vos Esq., Interested Party c/o John A. Vos, Esq. 1430 Lincoln Avenue San Rafael, CA 94901 invalidemailecfonly@gmail.com</p>	<p>University of Alabama Health Services Foundation, P.C. Sirote & Permut, P.C. c/o Stephen B. Porterfield 2311 Highland Avenue South Birmingham, AL 35205 sporterfield@sirote.com</p>
<p>Environmental Protection Agency c/o Bill Weinischke U.S. Department of Justice Room 6028 Patrick Henry Bldg. 601 D Street, N.W. Washington, D.C. 20004 bill.weinischke@doj.gov</p>	<p>Environmental Protection Agency c/o William Bush c/o Brad Ammons Atlanta Federal Center 61 Forsyth Street, SW Atlanta, GA 30303-3104 Bush.william@epamail.epa.gov Ammons.brad@epamail.epa.gov</p>

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Shoe Station, Inc. Attn: Michael T. Cronin, Esq. Johnson Pope Bokor Ruppel & Burns, LLP 911 Chestnut Street Clearwater, FL 33756	National Public Finance Guarantee Corp. (f/k/a MBIA Insurance Corp.), as insurer of the General Obligation Capital Improvement and Refunding Warrants, 2003-A and Series 2004-A Attn: Daniel McManus, General Counsel 113 King Street Armonk, NY 10504
The Bank of New York Mellon Trust Company, N.A. (f/k/a The Bank of New York Trust Company of Florida, N.A.), as registrar, transfer agent and paying agent Attn: Charles S. Northen, IV 505 N. 20 th Street, Suite 950 Birmingham, AL 35203	Teklinks Inc. 201 Summit Parkway Homewood, AL 35209
Morris & Dickson Co LLC 410 Kay Lane Shreveport, LA 71115	Augmentation, Inc. 3415 Independence Drive, Suite 101 Birmingham, AL 35209-8315
AMT Medical Staffing, Inc. 2 20 th Street North, Suite 1360 Birmingham, AL 35203	Brice Building Co., LLC 201 Sunbelt Parkway Birmingham, AL 35211
John Plott Company Inc. 2804 Rice Mine Road NE Tuscaloosa, AL 35406	Laboratory Corporation of America 430 South Spring Street Burlington, NC 27215 Attention: Legal Department

/s/ Larry B. Childs

OF COUNSEL